

Waterloo Co-operative
PRESCHOOL
"a place to grow"



Board of Directors Handbook

Updated June 2023



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Introduction

Boards have a great responsibility governing the operation of the organization BUT the people on the front lines of the program are the staff. At Waterloo Co-operative Preschool, it is the responsibility of the Board to ensure that the centre is well managed. This means the Board **governs**. The Supervisor **manages** the operations of programs on a daily basis.

Basic responsibilities can include:

- Being prepared for Board meetings by reading agendas, minutes and other pertinent reports
- Attending all meetings
- Active participation in all meetings-includes asking questions and sharing views
- Abide by and support decisions of the Board-in instances where Board members strongly oppose decisions of the Board, a Board member may formally register an opposition but the obligation to support the decision outside the Board meeting remains the same
- Knowledge and demonstration of commitment to the organization's programs, mission and strategic direction
- Keeping informed of the trends and issues that may affect the organization
- Participation in all Board development activities
- Supporting fundraising efforts and special events
- Ensuring the organization is in compliance with all legal and regulatory requirements

- Ensuring conflicts of interest are avoided
- Maintaining confidentiality

Preschool Overview

Mission Statement

Waterloo Co-operative Preschool (WCP) is a non-profit co-operative preschool run for the children by the parents. Our RECEs deliver high quality programming and services based on Ontario's pedagogy for the Early Years. WCP believes that all "children are competent, capable of complex thinking, curious, and rich in potential". We provide an inclusive environment that welcomes everybody and allows our children to build on their strengths and abilities. WCP is a place to grow!

Vision

We welcome you and your child to join us for an early learning adventure! Our philosophy is to provide 'a place to grow' in a safe, structured and fun environment where children are treated responsibly with dignity, respect, and care.

History

We are a non-profit Co-operative preschool run for the children, by the parents. WCP has been in operation since 1969 and our program has evolved over the years as we constantly strive to provide

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the best programs for our children. The Preschool was incorporated under the Co-operative Corporations Act of 1973 on November 15, 1974.

Contact Information

Address: Waterloo Co-operative Preschool
22 Bridgeport Road, West
Waterloo, ON
N2L 2Y3

Phone: 519-884-3400

Email: waterloo.Preschool@gmail.com

Website: www.waterlooPreschool.org

Corporation #: 296185

Charitable #: 108191859 RR0001 (Waterloo Co-Op Preschool is considered a registered charity)

Licence #: 0003298

Board of Directors Overview

What is the Board of Directors?

“We are parents who work together to make informed decisions, representing the membership to ensure the longevity of Waterloo Co-operative Preschool and to enhance every child’s potential for learning and fun.

We communicate with a united voice, and with a spirit of openness to be a positive influence with unwavering commitment and the confidence to delegate.”

The Board of Directors is made up of parents of children at Waterloo Co-operative Preschool. We are all volunteers and no particular experience is required to be on the Board. The Supervising Educator ensures that the Preschool is compliant with licensing and Regional requirements, and the Board is assisted by a paid Bookkeeper and an Administrator/Membership Coordinator.

Board Members are elected by the Preschool membership in May of the previous school year. Members wishing to fill any remaining Board positions can be elected at the September Welcome Meeting, or at various times throughout the year. The Board of Directors serves from July 1 to June 30 of the Preschool year and is responsible for all aspects of running the Preschool.

The Board of Directors is made up of the following members:

- President
- Vice President
- Treasurer

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- Secretary
- Membership Officer
- Communications Officer
- School Improvement Officer
- Operations Officer
- Administrative Officer

We are required to have, at minimum, a President, Treasurer, and Secretary. As per the Preschool Bylaws, there is room for up to 10 Directors. Sometimes there are additional roles to the ones listed above, such as Member-at-Large, Past President, or Community Advisor, depending on interest and availability. If necessary, some roles can be combined.

Members with more than one child at the Preschool are only required to do *one* co-op role **or** hold *one* position on the Board of Directors.

What does the Board of Directors do?

The Board of Directors is responsible for the governance and operations of the Preschool. The Board meets monthly, along with the educators, Bookkeeper, and administrator to ensure that the Preschool is operating smoothly, that the budget is met, that parental concerns are addressed, and that we are compliant with licensing and Ministry requirements. Membership is invited to most monthly Board meetings unless otherwise indicated.

Parents at the Preschool work together to maintain, clean, administer and (if necessary) fundraise for the Preschool. The work is organized into committees, which are led by Board Members who are responsible for allocating tasks and ensuring any training required is provided.

Members of the Board are responsible for planning Preschool-wide events, educator contracts, managing the budget, managing communications to Preschool families, organizing the classroom volunteer and cleaning schedules, and helping the educators with administrative tasks. We all have individual responsibilities but we work together as a team and support each other.

The Board meets on a monthly basis and all Board Members are expected to regularly attend the meetings. Each member contributes a brief written update in the Meeting agenda once a month before meetings. Members of the Board are responsible for reading the monthly updates and any supporting documentation so they can make well-informed decisions when we have matters to vote on.

A Special Committee consisting of the President, Vice President, Treasurer and the Supervising educator may make emergency decisions in complete confidentiality. Such decisions are to be ratified by the Executive Board at the next meeting.

Board Members, except the School Improvement Officer, are exempt from the Spring/Fall yard clean ups.

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What is required to be on the Board of Directors?

Membership

You must currently be a member of Waterloo Co-operative Preschool, or have been a member in the past. Voting Board members must have had a child enrolled in the Preschool either in the current or immediately previous school year. You must read and implement all policies and procedures.

Confidentiality and Conduct

All members on the Board of Directors must provide a clear Criminal Reference Check, including Vulnerable Sector check if they are expected to be in the classroom at any point while children are present, and any required declarations to the Supervisor within **ten (10)** days of becoming active. All Board Members must sign a Confidentiality Agreement, which is included in the Board Welcome Package. It is important to keep confidential Preschool discussions out of public spaces.

Access to internet

Board Members will receive a waterloopreschool.xx@gmail email address and are expected to check email regularly (at least every two days, but ideally more frequently particularly if you are in a role that requires more frequent communication such as President, VP, Treasurer, Membership). The educators

and Board communicate with each other primarily by email, and collaborative work (e.g. documents, policies) is done via Google drive.

Meetings

Monthly Board meetings

The Board meets once per month and Board Members are expected to try to attend every meeting. A survey will be sent out at the beginning of the school year to determine the best day and time for meetings. It is understood that it may not be possible for everyone to attend all meetings but if three consecutive meetings are missed, the Board Member may be asked to step down. The meetings will be held virtually on an agreed upon platform (currently Zoom) in order to accommodate as many Members as possible. Closed captioning must be enabled and available for anyone wishing to use it.

At the meetings, Board Members provide a report on their activities and discuss Preschool matters (e.g., planning for upcoming events, membership surveys, ways to improve programming, changes to policy, budget, etc.). The Board holds votes to decide how to act with the outcome decided by simple majority. An agenda is circulated two weeks prior to the meeting and Board Members enter their report into the agenda ahead of time to reduce meeting length. Commenting will be restricted a couple of days before the meeting to give the Board members a chance to read the agenda and prepare discussion or decisions outlined therein. Board meetings typically last 2-3 hours.

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Voting follows a formal process. The Board will discuss an issue until a reasonable path(s) forward (actions) is determined. One member of the Board then motions an action and another Board member will second it. The action cannot proceed unless it is seconded. The Board will vote by a show of hands ("all in favour", "all against"). If the vote is hung the President has a second casting vote.

The final portion of the Board meeting is called the "Meeting of the Independents". Only Board Members attend this portion; all paid staff will be asked to leave. This is an opportunity to discuss items that do not (yet) require educator input or to raise concerns that the Board should discuss prior to discussion with educators. It is both a pragmatic way to reduce the time educators are required to spend at meetings and also a way to ensure there is always a way for the Board to discuss potentially sensitive areas of concern in a professional setting. Any discussion about the educators in this portion of the Board meeting should always be conducted in a respectful manner.

The Secretary will distribute meeting minutes to Board Members first for review. They will then be published on the website, and a hard copy will be posted outside Preschool classroom 1 on the bulletin board.

General Meetings (Spring AGM and Fall Welcome Meeting)

All members of the Board should attend and report to the membership at general meetings. There are general, mandatory meetings in September on the first Wednesday after Labour Day and in the Spring (between April 1 and June 30).

Members wishing to join the Board of Directors for the **next** school year are elected at the Spring meeting. The year end financials are also approved during this meeting. The September meeting is used to give the membership information about attending the Preschool. Much of the discussion is led by the educators but it is also an opportunity for the Board of Directors to introduce themselves and their roles to the membership. Any Board of Director positions that were left vacant at the Spring meeting can be filled at the September Welcome meeting.

Annual Planning Meeting

The Board has a planning meeting at the end of each calendar year. All Board Members are expected to attend. At this meeting, the Board will discuss the year so far and learn the results of the first membership survey. There will be a tentative budget for the following school year and plans for classes and fees will be discussed. This is often a lengthy meeting, but everyone's input is important since the Board represents the members of the Preschool.

School Policies and Procedures and Bylaws

The Preschool has policies and procedures to ensure the quality of our programs, and Board Members should familiarize themselves with them. A hard copy of our policies and procedures is available in the Policies and Procedures binder in the classroom. All policies and procedures are stored electronically in the Policies folder on the waterloo.preschool@gmail.com Google Drive account (the "main drive"), and are available on our website.

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Members of the Board should also be familiar with our bylaws. They are included in the Board Welcome Package.

Time

Volunteering on the Board is work and does take time. It can be difficult to put an exact number of hours per month or week as some times of the year can be busier than others depending on the role you take on.

Board duties can be expected to take between 4-40 hours a month, depending on the role.

The Board and Preschool are flexible in how work is divided out and the Board does come together to help each other out when times are busy. If you are interested in being on the Board but are not sure if you have enough time, please get in touch with the current President to see if a role you are interested in can be shared.

How do I join the Board of Directors?

Preschool members can express interest in joining the Board on the registration form, or by speaking with the educators or any Board Member at any time. The Board President will contact any interested members, provide more information on the Board, and help to determine the best position for the

person interested. Prospective Board Members may be invited to a Board meeting to give a better idea of what being on the Board is like.

Elections for the next school year's Board of Directors are held during the Spring general meeting. Board Members who are voted in at the Spring meeting take office on July 1.

Members who wish to take on a Board role after the Spring meeting can be voted in during the September AGM and will take office immediately. In practice, this may mean they may start Board work over the summer before they have been officially voted in.

If a member is joining the Board after the September meeting, they can be voted in by the Board so long as more than half of the Board positions have been filled.

Orientation of new Board Members

- All outgoing Board Members will meet with the new Board Member to pass along any materials and share information about their position. Ideally this would be complete by June 15 in order to allow time for training and orientation of the new Board member.
- Current Board Members may be asked to continue in their role past June 30 to ease the transition from current to new Board Member if there was not enough time for training prior to the end of the school year.
- There may be a meeting of new, outgoing and returning Board Members plus educators in June. This meeting is meant to introduce the new Board Members. It is also a chance to determine what needs to be done to prepare for the year ahead.

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- There are no official Board meetings after the meeting in June until the September AGM but if there are a lot of new members on the Board it may be useful to arrange an unofficial meeting over the Summer (eg. social/playdate meetings).
- New Board Members can make use of the search function in their Preschool Google account to find any information that may have been missed in the handover.

Board of Director positions and duties

Each Board is free to define roles according to their skill sets and preferences so long as they ensure all responsibilities are met. The typical breakdown of responsibilities and time commitment is described below. As mentioned above, the Board of Directors meets to govern, however many of these roles/tasks are operational.

President - approx. 5-10h/week

- Coordinates and/or oversees all activities of the Preschool
- Organizes and chairs meetings
- Ensures that all members are performing their duties adequately and reliably and in good attendance of meetings
- Digests emails from Region (e.g. funding opportunities, expansion plans, updates to licensing, Early Years Engage) and report to Board so appropriate action can be taken
- Coordinates with

educators to update Early Years Engage documents

- On Fire Safety Committee with educators
- Point of contact for complaints against the educators or Preschool
- Has bank signing authority
- Communicates with families, authorities and media in event of emergencies (lock-downs, evacuations)
- On Executive (makes decisions on urgent matters that cannot wait for full board review) and Personnel (hiring, contracts, etc) Committees, along with Vice-President and Treasurer

Vice President - 10-15h/week

- Head of personnel
- Signs off on educators' timesheets
- Leads contract renewals
- Leads in hiring of new staff, if required
- Composes Educator and Membership surveys and compiles the responses
- Has bank signing authority
- On Personnel Executive Committee (see description in President role) along with President and Treasurer

Treasurer - approx 10-15h/week

- Has care and custody of all funds, including management of bank and credit card access
- Corresponds with families about financial matters (late payment, NSF, etc) ● Signs off on expenses and sends e-transfers
- Pre-approves spending and purchases
- Coordination of renewals (insurance, AV for educators, etc.)

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- Approval of documentation for Regional funding and compliance
- Receive monthly financial statements from Bookkeeper and present to BOD at meetings ● Collaborates with Bookkeeper to create draft budget annually for the planning meeting ● Manages and provides guidance and assistance to the Assistant Treasurers (Deposits and Tax Receipts)
- On Executive (see description in President's role) and Personnel (hiring, contract renewals) Committees along with President and Vice-President

Secretary approx. 8-10 hours/month

- Takes minutes of all meetings of the Board of Directors and General Meetings
- Distributes minutes
- Prepares, updates and distributes the classroom volunteer schedule
- Is responsible for ensuring classroom volunteers have submitted all paperwork (including immunization history) and have had their volunteer training

Membership Officer - approx. 8-10 hours/week

- Point of contact for families and educators regarding program transfers (eg. a child moving from Toddlers to Preschool)
- Handles inquiries/issues email from current membership
- Works with Administrator/Membership Coordinator to provide monthly tuition to Bookkeeper ●

Updates registration and pre-registration forms for following year and as needed • Works with Administrator/Membership Coordinator to organize Open Houses (3 per year - May, Aug, Nov)

- Ensures Admin Officer has information required for class lists (in registration spreadsheet)
- Ensures Communications Officer has information required for mailing list (in registration spreadsheet)
- Assigns co-op roles
 - Ensures all members are assigned a co-op role unless opted out
 - Maintains a spreadsheet to track completion of roles and yard clean up
 - Follows up with Bookkeeper/Treasurer if co-op role has not been completed by Dec and June
 - Ensures each co-op role/committee has a responsible Board member
- Assisted by one or two co-op roles (“Membership assistants”)

Communications Officer - approx. 8 hours/month

- Creates and maintains main Preschool accounts email lists
- Responsible for communications to Preschool membership
- Responds to (or redirects appropriately) web enquiries
- Creates the monthly newsletter and calendar with input from the educators
- Is contact for Social Media Co-op role
- Maintains Squarespace account and makes any requested changes to the Preschool’s website.
- Uploads new policies to website

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Administrative Officer - approx. 4-8h/month (incl. board meetings)

- Assists the educators and other Board Members with administrative duties (classroom prep, special projects, laminating, photocopying etc)
- Updates contact list (community members)
- Updates parent contact list
- Keep class lists up to date (attendance, birthdays)
- Edit forms and letters as requested
- Take minutes of meetings if the Secretary is unable to attend
- Assist the other Board of Director roles on an as-needed basis

Operations Officer - approx. 4-8h/month

- Liaises with church
- Manages funding/grant applications for special projects, e.g. playground improvement (with assistance of committee member)
- Special Events/Fundraising Committee reports to Operations Officer to organize school-wide events (Family Fun Night, Spring Fling) and fundraising efforts (Scholastic Books, School Photos, ...)
- Is contact for Sponsorship committee

School Improvement Officer - approx. 3-8h/month (incl. board meetings) • Prepares and monitors a schedule for school cleaning by the School Improvement Committee (Cleaning crew)

- Responsible for purchasing all supplies required for cleaning and building maintenance (contact for Supplies/purchasing committee/co-op roles)
- Responsible for overseeing supplies and equipment repairs for cleaning and building maintenance
- Maintains monthly inventory and check lists
- Contacts snow removal company to remind them to keep playground gates cleared ●
- Coordinates, attends and manages the Spring and two Fall clean ups each school year ●
- Follows up with Bookkeeper/Treasurer if yard cleanup has not been completed by May

Member-at-large - approx. 5h/month (incl. Board meetings)

- Assist with special project or committee where help is needed
- Often filled later in the year by a current Preschool member who will be on the BoD next school year

Community advisor - 4h/month

- Advises Board on procedure (via email or at meetings)
- Informs Board of any long-running projects or old projects that had to be put on hold or of previous WCP activities that were notable (success or failure)
- Draws on previous experience of WCP to recommend successful approach to challenges

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- Should be a previous Board member and familiar with workings of WCP
- Not required to have child at school or be a member of the preschool (in this case does not vote at meetings)
- Expected to attend Board meetings at start of school year with attendance reducing as new Board becomes comfortable

Annual activities requiring entire Board involvement

In addition to the individual duties listed above there are several activities that the entire Board are involved in:

- Early Years Engage (EYE): Waterloo Region's quality improvement program for childcare and early learning programs. The Board and Supervisor sets goals for the upcoming school year in June. The Board performs a mid-year review of our goals and progress in the Winter and an end of year review in May/June.
- Policies and Procedures: The Board conducts an annual review of the Preschool Policies and Procedures and shares a responsibility with the Supervising Educator for keeping them up to date with licensing and regional requirements.

Board of Director Responsibilities¹

To reiterate, while some Directors may be involved in operational tasks, the responsibility of the Board is to ensure the centre is well managed. This means the Board governs. The Supervisor manages the

operations of programs on a daily basis. Both parties must clearly understand this.

Employment of the Supervisor

The most important responsibility of the Board is the selection of the Supervisor. The knowledge, skill and leadership of the person employed will determine to a significant extent the organization's effectiveness and competence in carrying out its mission. The Board must establish its expectations for the position including:

- The qualifications
- Salary and other benefits
- Job Description
- Evaluation process

Basic Responsibilities

- Being prepared for Board meetings by reading agendas, minutes, and other pertinent reports
- Attending all meetings
- Active participation in all meetings - includes asking questions and sharing views

¹from [County of Wellington Board of Directors Handbook](#)

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- Abide by and support decisions of the Board - in instances where Board members strongly oppose decisions of the Board, a Board member may formally register an opposition but the obligation to support the decision outside the Board meeting remains the same
- Knowledge and demonstration of commitment to the organization's programs, mission, and strategic direction
- Keeping informed of the trends and issues that may affect the organization
- Participation in all Board development activities
- Supporting fundraising efforts and special events
- Ensuring the organization is in compliance with all legal and regulatory requirements
- Ensuring conflicts of interest are avoided
- Maintaining confidentiality

Each Board member should be familiar with the Articles of Incorporation, bylaws and the legislation of the province under which the organization operates.

Supervisor Responsibility

The Supervisor is responsible for the day-to-day operations of the organization. Key responsibilities include:

- Supervise, motivate, mentor, and support staff - includes completing staff performance evaluations
- Participate on the Hiring committee to recruit and hire teaching, support and supply staff
- Orient and train all new classroom staff
- Participation in Board's policy development process
- Implement all policies

- Provide leadership and direction for the organization
- Oversee program and service delivery
- Key contact (along with the Secretary and Membership officer) for parents including parent orientation
- Oversee compliance with all legislative requirements (including municipal, provincial and federal)
- Keeping current with emerging trends and best practices - includes providing information to the Board
- Participating with monthly Board meetings, including providing monthly updates regarding community initiatives, program updates, monthly inspections that may occur, challenges, successes, etc.
- Encouraging, promoting and facilitating staff professional development and training
- Engaging in professional development and training

Whose Role Is It?

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Board Supervisor	
<ul style="list-style-type: none"> ● Approve policies ● Support programming direction ● Oversee strategic direction ● No involvement with daily operation ● Complete Supervisor performance evaluation ● Receive reports pertaining to legislative requirements 	<ul style="list-style-type: none"> ● Implement policies ● Implement programming ● Follow through on strategic direction ● Manage and oversee daily operation ● Complete staff performance evaluations ● Ensure compliance with legislative requirements

Board of Director versus Supervisor Role and Responsibility

In an effective organization, the two groups work together as partners. The Board sets the goals and direction for the organization and the Supervisor and staff takes on the responsibility for achieving the goals.

The Board should employ the best possible Supervisor, and support the Supervisor as they employ the staff. Day-to-day operations of the organization are the responsibility of the Supervisor and the staff. Both the Board and Supervisor determine staffing policies which govern the employees in performing their duties. Although the Board and the Supervisor have different areas of authority, the Supervisor should be included in the development of policies. The Supervisor is the expert in the field and has the knowledge of legislative and regulatory requirements.

The Board should be careful not to infringe upon the responsibilities of the Supervisor and the staff. While the Board must be satisfied that the employees are competent and capable of handling responsibility, Board members should not attempt to exercise any authority over staff. Such behaviour undermines the authority of the Supervisor.

Governance

The **Board** will:

- Govern the operation of the program

The **Supervisor** will:

- Manage the operations of the program on a day-to-day basis

Legal

The **Board** will:

- Ensure compliance with legal requirements by reviewing:
 - Incorporation
 - Bylaws

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- Policies
- Other Municipal; Provincial; Federal legislation
- Licence Inspections
- Lease Agreements
- Insurance
- Purchase of Service Agreements

The **Supervisor** will:

- Ensure the program meets legal requirements by monitoring compliance with: -
 - Child Care and Early Years Act, 2014 (CCEYA)
 - Public Health
 - College of Early Childhood Education
 - Purchase of Service Agreements
 - Child and Family Services Act
 - Other Municipal; Provincial; Federal legislation

All written inspection reports will be presented at Board of Director monthly meetings.

Planning

The **Board** will:

- Review the mission, vision, and values of the program annually
- Review the programs' strategic plan including all short and long term goals annually or as needed. Revise as applicable
- Develop a succession plan for recruitment of Board members including orientation of Board members
- Engage in an annual Board of Director performance evaluation

The **Supervisor** will:

- Implement the program in a manner that is consistent with the mission, vision, values and goals

Personnel

The **Board** will:

- Hire a qualified and competent Supervisor
 - Provide the Supervisor with a current job description which outlines authority and responsibility
 - Provide a written contract to the Supervisor
 - Establish a close working relationship with the Supervisor
 - Facilitate an annual performance review of the Supervisor
 - Annually review staff salaries, benefits, and working conditions
 - Ensure that fair hiring and personnel policies are established and implemented ●
- Create or review a personnel manual with input from Supervisor to clearly define job descriptions and personnel policies

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- Delegate staff supervision to the Supervisor

The **Supervisor** will:

- Implement personnel policies
- Hire program and support staff
- Maintain open communication with staff through regular supervision
- Provide mentorship and coaching by role modelling while being physically present in the program on a daily basis
- Facilitate training and professional development for staff
- Develop and implement annual staff performance appraisals
- Recommend probation, permanent status, or termination of staff to Board of Director/personnel committee

Program

The **Board** will:

- Be well informed on current research and best-practices in the field of Early Childhood Education

- Support the staff and Supervisor in their implementation of a high quality program based on current research and best practice

The **Supervisor** will:

- Be well informed on current research and best-practices in the field of Early Childhood Education
- Provide leadership in the implementation of a high quality program based on current research and best practices

Financial

The **Board** will:

- Ensure the financial viability of the centre by developing and approving financial plans
- Monitor financial records and reports
- Establish spending policies
- Secure adequate financial resources
- Prepare accurate financial information for the Board (and/or finance committee)

The **Supervisor** will not deal with finances.

Complaints - Who is Accountable?

Accountability does not imply authority. In a respectful workplace, individuals whether employees or volunteers should be encouraged to speak to an individual if there is a conflict or if they have a concern with another individual. If after doing so the situation is not resolved, the following are examples of the appropriate paths:

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- If a **Board member** has a complaint about a **staff**, they should speak to the Supervisor. If the complaint is *about* the Supervisor, they should go to the Board President.
- If a **Board member** has a complaint about another **Board member**, they should go to the Board President.
- If the **Supervisor** has a complaint about a **Board member**, they should go to the Board President. If the complaint is *about* the Board President, they should go to the Vice President.

Responsibilities of outgoing Board Members

Each outgoing Board Member should do the following:

- Update the Yearly Duties document that is on your Google Drive (even if you are continuing in the same role).
- Complete the handover to the next Board Member. You should arrange to meet at least once with your replacement. Don't forget to hand over keys, if you have them.
- Ensure the Administrator/Membership Coordinator has a copy of the last known password for all accounts relevant to your role (e.g., Google account password, web services, etc.)
- Ensure your Google Drive space is up to date and understandable by your replacement. Put old materials into folders that are clearly labelled by the appropriate year and subject.
- Ensure your inbox is

“tidy”. Archive emails that are not relevant to your replacement and make use of the label feature.

- **Delete all Board or Director/Preschool materials and accounts from your personal devices.**

Board self-evaluation process

Each year the Board has the option to self-evaluate how well it has worked. This is done to ensure the quality of the program and to put into action any improvements for the following year.

In February of each year, the President will distribute an evaluation form to each Board Member. The forms should be returned to the President so they may correlate the evaluations and present the findings at the March Board meeting. The President will honour confidentiality of the comments of each member and present the information in a non-prejudicial way. As a Board, we will discuss potential improvements and successes of the Board.

Board of Director Accountability ²

Statutory Duty of Care of Directors

Directors will be held accountable through a statutory duty of care in the [Not-for-Profit Corporations Act](#). This will require Board of Directors to act honestly and in good faith with a view to the best interest of the corporation, and to exercise reasonable care, diligence, and skill.

²from [County of Wellington Board of Directors Handbook](#)

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Minimum Number of Directors

The Act requires having a minimum of three Directors. A Public Benefit Corporation (PBC) shall have no more than one-third of the Directors who are employees of the corporation or of any of its affiliates.

Legal Responsibility

From a legal standpoint, Boards of Directors are responsible for all debts, salaries, accidents, crises, and liabilities. WCP maintains a Directors', Officers' and Employment Practices Liability Policy.

Standard of Care

Board of Directors are required to exercise at least the level of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Board members are also required to act honestly, in good faith and with a view to the best interests of the corporation, rather than in their own personal interest. This is known as an objective standard of care. When a court must determine whether a Board of Director has breached their duty to the corporation, it will test the person's actions against those of a reasonably prudent person. In meeting this duty, Board members may rely in good faith on reports prepared by professionals. Directors may also rely on the Preschool's financial statements prepared by the Preschool's accountant.

Duty to Comply

Directors are required to comply with the [Cooperative Corporations Act](#) and its regulations, the articles or letters patent, bylaws and any unanimous member agreement. Board members are also subject to additional duties under the CCA. For example, Directors are required to remain informed about the Preschool's activities and to ensure the lawfulness of the articles and the purpose of the corporation (Preschool)..

Liability

As part of the role of the Board member, Directors accept a degree of financial responsibility for their decisions and actions. The best practices to ensure Board members are meeting their legal responsibility is to perform the duties as a Director with care, diligence, honesty, and integrity. This includes attendance at all meetings, reading of minutes, participation in discussion, and exercising the right to vote. It is also appropriate for Board members to insist on professional advice when appropriate.

Indemnification of Directors

Indemnification (protection to minimize personal liability) includes:

- Former Board of Directors

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- Clarifies that Directors may be indemnified in respect of civil, criminal, administrative, investigative matters if the Director acted honestly, in good faith, with a view to best interests of the Preschool
- In cases of criminal or administrative proceedings enforceable by monetary penalty, the Director had reasonable belief that the conduct was lawful
- The Preschool may also advance money to a Director for costs of action

Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Preschool to do so. The conflict of interest disclosure will be recorded in the meeting minutes, along with any abstention and rationale for approval.

Board members must never allow their interests to conflict with their duty to the Preschool. Conflict of interests occur when Board members participate in discussions or decision making about a matter that may benefit them or someone close to them.

If a Director fails to make a disclosure, the Preschool or a Member may apply to a court to request that the contract be set aside and that the Director repay any profits or gains realized by the contract.

Thank you for all of your hard work in making Waterloo Co-Operative Preschool a quality program for children and parents!

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